

**EXHIBIT B****ASSIGNMENT AND ASSUMPTION OF LEASES AND CONTRACTS****ASSIGNMENT AND ASSUMPTION OF LEASES AND CONTRACTS****Seller:** Milbank Insurance Company**Buyer:** SLB Milbank, LLC, a Kentucky limited liability company**Property (Address):** 107 Flynn Dr, Milbank, SD 57252

This Assignment and Assumption of Leases and Contracts, dated effective as of \_\_\_\_\_, is entered into between Buyer and Seller in connection with the transfer of the Property from Seller to Buyer concurrently herewith.

Seller is the landlord under those certain leases identified on Schedule 1 attached hereto (collectively, "Leases") relating to the Property. Seller desires to assign to Buyer, and Buyer desires to assume from Seller, all of Seller's right, title and interest in and to the Leases and all other transferable licenses, contracts, permits and agreements affecting the Property (collectively, "Contracts").

For valuable consideration, the receipt and sufficiency of which is acknowledged, Buyer and Seller agree as follows:

**1. ASSIGNMENT.** Seller hereby assigns, transfers and conveys to Buyer all of Seller's right, title and interest in and to (a) the Leases and Contracts and (b) all security deposits, letters of credit and guarantees given in connection with the Leases.

**2. ASSUMPTION.** Buyer hereby assumes all of Seller's obligations and liabilities under the Leases and Contracts and agrees to perform all of the landlord's obligations under the Leases, and Seller's obligations under the Contracts, arising from and after the date hereof. Buyer shall be solely responsible for notifying any tenants or occupants (a) that Seller has transferred ownership of the Property to Buyer, (b) regarding any change in place for payment of rentals, and (c) that Buyer is responsible for the security deposits of such tenants or occupants.

**3. INDEMNIFICATION BY SELLER.** Seller hereby indemnifies Buyer and agrees to hold Buyer harmless from and against all claims, expenses, losses or damages to the extent arising out of (a) the landlord's obligations and liabilities under the Leases accruing prior to the date hereof, and/or (b) Seller's obligations and liabilities under the Contracts accruing prior to the date hereof.

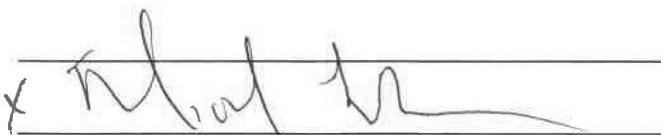
**4. INDEMNIFICATION BY BUYER.** Buyer hereby indemnifies Seller and agrees to hold Seller harmless from and against all claims, expenses, losses or damages to the extent arising out of (a) the landlord's obligations and liabilities under the Leases accruing from and after the date hereof, and/or (b) Seller's obligations and liabilities under the Contracts accruing from and after the date hereof.

**SELLER:**

Milbank Insurance Company

**BUYER:**

SLB Milbank, LLC, a Kentucky limited liability company



Printed Name: Michael E. LaRocco

Title (if applicable): President and CEO

DocuSigned by:  


Printed Name: S. Ross Lerner

Title (if applicable): Member

Printed Name: \_\_\_\_\_  
 Title (if applicable): \_\_\_\_\_

Dated: \_\_\_\_\_

Printed Name: \_\_\_\_\_  
 Title (if applicable): \_\_\_\_\_

Dated: 1/13/2020  
 Dated: \_\_\_\_\_

**Schedule 1 to Assignment and Assumption of Leases and Contracts**

**Leases**

See Attached

DocuSign Envelope ID: 0B5D97E4-215F-40D3-AB2E-E00D7E4A0D4A  
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<b>State Automobile Mutual Insurance Company</b>			
<b>Metropolitan Market</b>	<b>Tenant Building Shipping Address</b>	<b>City</b>	<b>State</b>
<b>Wapiti Medical Group Limited Company</b>	107 Flynn Drive , 6th Floor	Milbank	SD
<b># STATE AUTO EMPLOYEES</b>			
<b>Lease Date</b>			
<b>Lease Term</b>	3/31/2024		
<b>Renewal Option</b>			
<b>Term of each Option</b>			
<b>Option/Requirement to Expand</b>			
<b>Expansion Option</b>			
<b>Option to Cancel</b>			
<b>Security Deposit</b>			
<b>Parking</b>			
<b>Notifications</b>			
<b>Remit to:</b>	<b>Landlord</b>	<b>Manager</b>	
Wapiti Medical Group Limited Company			
<b>Contact Names</b>			
<b>Contact Phone</b>			
<b>Contact Fax</b>			
<b>Contact Cell#</b>			

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Rate #1		\$12.80	\$6,400.00	
Rate #2		\$13.60	\$6,800.00	
Rate #3		\$13.60	\$6,800.00	
Rate #4		\$14.40	\$7,200.00	
Rate #5		\$14.40	\$7,200.00	
Rate #6		\$15.20	\$7,600.00	
Rate #7		\$15.20	\$7,600.00	
Rate #8		\$16.00	\$8,000.00	
<b>OPERATING EXPENSES</b>				
Notes	Vendor	Square Footage		
CAM (Common Area Maintenance)				
Real Estate Taxes				
Yearly Operating Expenses - All inclusive				
Annual Increase Cap (% allowed by lease)				
<b>OPERATIONAL</b>				
Insurance				
<b>TENANT IMPROVEMENTS</b>				
Landlord Provided Construction Allowance				
Portion Paid by Tenant				
Other Allowances / Construction Comments				
Expected completion date of improvements				
<b>Monthly Payments include:</b>				
<b>Monthly Payments</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	
January	Ck# 009241 dated 12-26-14 for \$3000.00	Ck# 009919 dated 12-24-15 for \$3200.00	Ck# 01453 dated 12-23-16 for \$3200.00	Ck# 008f
February	Ck# 009304 dated 1-23-15 for \$3000.00	Ck# 009966 dated 1-22-16 for \$3200.00	Ck# 00061 dated 1-27-17 for \$3200.00	Recc
March	Ck# 009366 dated 2-20-15 for \$3000.00	Ck# 010017 dated 2-25-16 for \$3200.00	Ck # 00110 dated 3-1-17 for \$6400.00	CK# 01

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<b>State Automobile Mutual Insurance Company</b>			
<b>Metropolitan Market</b>	<b>Tenant Building Shipping Address</b>	<b>City</b>	<b>State</b>
Rural Cellular Corporation (Verizon) 10801 Bush Lake Road Bloomington, MN 55438	107 Flynn Drive	Milbank	SD
<b># STATE AUTO EMPLOYEES</b>			
<b>Lease Date</b>	1/5/2009		
<b>Lease Term</b>			
<b>Renewal Option</b>			
<b>Term of each Option</b>			
<b>Option/Requirement to Expand</b>			
<b>Expansion Option</b>			
<b>Option to Cancel</b>			
<b>Security Deposit</b>			
<b>Parking</b>			
<b>Notifications</b>			
Rural Cellular Corporation % Verizon Wireless 180 Washington Valley Road Bedminster, New Jersey 07921 Attn: Network Real Estate	<b>Remit to:</b>	<b>Landlord</b>	<b>Manager</b>
<b>Contact Names</b>			
<b>Contact Phone</b>			

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<b>OPERATIONAL</b>				
Insurance				
<b>TENANT IMPROVEMENTS</b>				
Landlord Provided Construction Allowance				
Portion Paid by Tenant				
Other Allowances / Construction Comments				
Expected completion date of improvements				
<b>Monthly Payments include:</b>				
Monthly Payments	2014	2015	2016	
January		Ck# 03259943 dated 12-15-14 for \$2090.79	Ck# 03510818 dated 12-28-15 for \$2153.51	CK# 0371 f
February		Ck# 03283508 dated 1-19-15 for \$2090.79	Ck# 03526928 dated 1-26-16 for \$2153.51	CK # 037 f
March		Ck# 03306234 dated 2-16-15 for \$2090.79	Ck# 03544018 dated 2-24-16 for \$2153.51	CK# 037
April		Ck# 03331384 dated 3-26-15 for \$2090.79	Ck# 03561682 dated 3-28-16 for \$2153.51	CK# 0371 f
May		Ck# 03356955 dated 4-27-15 for \$2090.79	Ck# 03579695 dated 4-26-16 for \$2153.51	CK# 0371 f
June		Ck# 03380765 dated 5-26-15 for \$2090.79	Ck# 03596577 dated 5-25-16 for \$2153.51	CK# 0381 f
July		Ck# 03402038 dated 6-25-15 for \$2090.79	Ck# 03614702 dated 6-27-16 for \$2153.51	CK# 0381 f
August		Ck# 03419701 dated 7-28-15 for \$2090.79	Recd July, 2016 for \$2153.51	CK# 0381 f
September		Ck# 03436946 dated 8-26-15 for \$2090.79	Ck# 03646960 dated 8-26-16 for \$2153.51	CK# 0381 f
October		Ck# 03455494 dated 9-25-15 for \$2090.79	Ck# 03663946 dated 9-27-16 for \$2153.51	CK# 0381 f
November		Ck# 03473412 dated 10-27-15 for \$2090.79	Ck# 03698306 dated 11-23-16 for \$2153.51	CK# 0389 f
December		Ck# 03491692 dated 11-23-15 for \$2090.79	Recd, December, 2016 for \$2153.51	CK# 0390 f
<b>Totals</b>				